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FILED
May 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 856567 (3)
 1. Corporation Name
LINCOLN NATIONAL INTERMEDIARIES, INC.



Principal Place of Business
**ONE REINSURANCE PLACE
 1700 MAGNAVOX WAY
 FORT WAYNE IN 46804
 US**

Mailing Address
**P.O. BOX 7808
 FORT WAYNE IN 46801-7808
 US**

21	2. Principal Place of Business	26	2a. Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip	29	Zip
25	Country	30	Country

3.	Date Incorporated or Qualified	3a.	Date of Last Report
	05/26/1983		04/23/1996
4.	FBI Number		Applied For
	35-1547628		Not Applicable
5.	Certificate of Status Desired	<input type="checkbox"/>	\$8.75 Additional Fee Required
6.	Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/>	\$5.00 May Be Added to Fees
8.	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
**PRENTICE-HALL CORPORATION SYSTEM, INC.
 110 NORTH MAGNOLIA STREET
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	Chairman & CEO/Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SHAHEEN, GABRIEL L.	1.2 NAME	Lawrence T. Rowland
STREET ADDRESS	1700 MAGNAVOX WAY.	1.3 STREET ADDRESS	1700 Magnavox Way
CITY-ST-ZIP	FORT WAYNE IN	1.4 CITY-ST-ZIP	Fort Wayne, IN 46804
TITLE	TV	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHITNEY, JANET C.	2.2 NAME	
STREET ADDRESS	1900 S. CLINTON ST.	2.3 STREET ADDRESS	200 East Berry Street
CITY-ST-ZIP	FT. WAYNE IN	2.4 CITY-ST-ZIP	
TITLE	S	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOMACK, C.SUZANNE	3.2 NAME	
STREET ADDRESS	200 EAST BERRY STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	FT. WAYNE IN	3.4 CITY-ST-ZIP	
TITLE	AS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LEMON, MARK D.	4.2 NAME	
STREET ADDRESS	1700 MAGNAVOX WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WAYNE IN	4.4 CITY-ST-ZIP	
TITLE	PO	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CLARK, KENNETH J.	5.2 NAME	
STREET ADDRESS	1700 MAGNAVOX WAY	5.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WAYNE IN	5.4 CITY-ST-ZIP	
TITLE	VO	6.1 TITLE	Sr. V.P./Asst. Treas./Dir. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TYLER, WILLIAM K.	6.2 NAME	
STREET ADDRESS	1700 MAGNAVOX WAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	FORT WAYNE IN	6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver, trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  Mark D. Lemon 4-25-97 (219) 455-4535

CR2E034 (9/96)

Lincoln National Intermediaries, Inc.
One Reinsurance Place
1700 Magnavox Way
Fort Wayne, IN 46804
35-1547628

All Mail: P. O. Box 7808, Fort Wayne, IN 46801-7808

Officers

<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>
Chairman & CEO Lawrence T. Rowland 392-46-9712	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	5025 Litchfield Road Fort Wayne, IN 46835
President Kenneth J. Clark 305-38-4914	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	605 Beechwood Drive Fort Wayne, IN 46807
Senior Vice President and Assistant Treasurer William K. Tyler 337-38-5795	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2929 Buckhurst Run Fort Wayne, IN 46815
Vice President Thomas D. Keefer 314-38-3599	533 Airport Boulevard Suite 400 Burlingame, CA 94010	1612 Barroilhet Avenue Burlingame, CA 94010
Vice President Melvin C. McFall 312-50-0102	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2702 Chichester Lane Fort Wayne, IN 46815
Vice President and General Counsel Raymond L. Prosser 316-48-5920	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	3823 Blythewood Place Fort Wayne, IN 46804
Vice President Thomas E. Skillman 308-64-3552	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	2227 Candlewick Drive Fort Wayne, IN 46804
Vice President Todd Spooner 323-66-8402	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	8027 Moss Grove Place Fort Wayne, IN 46825
Vice President Mark R. Troutman 308-60-5584	One Reinsurance Place 1700 Magnavox Way Fort Wayne, IN 46804	9223 Timberline Court Fort Wayne, IN 46804